

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

# FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

	APPR	OVAL	
OMB Num	ber:	323	5-0076
Expires: * Estimated	April	30.2	800
Estimated	averag	e burd	en
hours per r	espon	se. <u>.</u>	16.00
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Prefix Serial							
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DATE RECEIVED							
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THE GOLDEN NUGGET PROSPECT	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 <b>XX</b> Rule 506 Section 4(6) Type of Filing: <b>XX</b> New Filing Amendment	XXULOE
A. BASIC IDENTIFICATION DATA	THE STATE OF THE S
Enter the information requested about the issuer	07079563
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  SEIDLER OIL & GAS, LP	
Address of Executive Offices (Number and Street, City, State, Zip Code) 7140 East FM 917, Alvarado, TX 76009	Telephone Number (Including Area Code) 817)259-1777
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (including Area Code)
Brief Description of Business	L
Participation in the development of oil &	or gas wells.
	please specify): PROCESSED
business trust limited partnership, to be formed	OCT 1 1 2007
Actual or Estimated Date of Incorporation or Organization:    Month   Year	nated THOMBON
GENERAL INSTRUCTIONS	

### Federal:

Who Muss File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## - ATTENTION-

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

<u> </u>	<del></del>	A RASIC IDI	ENTIFICATION DATA	<del></del>	
2. Enter the information to	conested for the fo				
		suer has been organized w	outhin the past five years:		
		~	•	of, 10% or more o	f a class of equity securities of the issue
	- ·		corporate general and mu		
		of partnership issuers.	corporate Selectar and ma	magning partitions or	partition is a section with
- Lacin general and t	managing parmer (		·		
Check Boxtes) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Same (Last name first, SEIDLER, FR					
Business or Residence Address 7140 East F	y 917, Alva	Street City, State, Zin Coarado, TX 76009	gde)	<del></del>	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Lust name first,	if individual)				
SEIDLER, CA	NDACE				
Business or Residence Address 7140 East Fl		Street, City, State, Zip Concept, TX 76005	·		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				<del></del>
HARKREADER,	ERNIE				
Business or Residence Addre	ess (Number and	Street, City, State, Zip Co	ode)	<del></del>	<del></del>
7140 FM 917	East, Alva	arado, TX 76009	9		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first,	if individual)		~ <del>~~~~~~~~~~~~</del>	<del></del>	<del></del>
LEE, THOMAS					
Business or Residence Address 7140 East FI		Street, City, State, Zip Coarado, TX 76009			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first. SEIDLER Oi		LP			
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7140 East	FM 917,	Alvarado, TX	76009		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
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Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	ode)		
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Full Name (I ast name first, )	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip Co	de) .		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?   Sa,750						B. i.	NFORMAT	ION ABOU	T OFFERI	NG		<del></del>		
Answer also in Appendix. Column 2. if filling under ULOE.  2. What is the minimum investment that will be accepted from any individual?  3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remneration for solicitation of purchasers in connection with alsels of securities in the uffering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Lust name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Use Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All Ak AZ AR CA CO CT DE DC FL GA HII IDD CR RI GA CO RI DE DC RI GA RI GA CO RI DE DC RI GA RI GA CO RI RI GA CO RI DE DC RI GA RI GA CO RI RI GA CO	L		<del></del>								<del></del>			
2. What is the minimum investment that will be accepted from any individual?  7. Senter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer only.  Full Name (Last name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  All AK AZ AR CA CO CT DE DC FL GA HI DD GR GR GR TA TELL IN LA AR SE KY LA ME DD MA MI MN MS MO MN MN MS MO MN MN MS MO DE GR GR TA TELL IN LA AR SE KY LA ME DD MA MI MN MS MS MO MN MN MS MS MS MO MN MS	ł.	Has the	issuer solo	d, or does t								,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
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3. Does the offering permit joint ownership of a single unit?  4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Last name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  ALL AK AZ AR CA CD CT DE DC FE CA HI DD  MT NE NV NH NJ NM NY NC ND OH OK OR PA  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)  ALL AK AZ AR CA CD CT DE DC FE GA HI DD  MA NI NN MS ND  MT NE NV NH NJ NM NY NC ND OH OK OR PA  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer	٤.	wnatis	ine minin	ium invesin	neni inai w	in be acce	pieu irom i	my moren	wai:			*************	•	<del></del>
commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering.  If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.  Full Name (Lust name first, if individual)  N/A  Business or Residence Address (Number and Street, City, State, Zip Code)  Name of Associated Broker or Dealer  States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	3.	Does th	e offering	permit join	t ownershi	p of a sing	le unit?	••••···	***************************************					
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۱.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	}	s
	Equitys		
	Common Preferred		· ———————
	Convertible Securities (including warrants)	<b>;</b>	\$
	Partnershin Interests	1	· · · · · · · · · · · · · · · · · · ·
	Other (Specify	612.500	\$ 100.00
	Total	612,500	* 10400
			3
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors		s <i>100,00</i>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.	-	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		•
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504	<del></del>	\$
	Total	<del></del>	<b>S</b>
•	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	· · · · · · · · · ·	
	Transfer Agent's Fees	П	s
	Printing and Engraving Costs	-	s
	Legal Fees		\$
	Accounting Fees	<u>.</u>	\$
			•
	Engineering Fees		.D

X \$ 158,120.

_	C. 01	FFERING PRICE, NU	MBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
	and total expenses furnished	in response to Part C -	ering price given in response to Part C — Questi — Question 4.a. This difference is the "adjusted p	gross	\$454,380 \$
5.	each of the purposes show check the box to the left of t	n. If the amount for a he estimate. The total	proceed to the issuer used or proposed to be use any purpose is not known, furnish an estimate of the payments listed must equal the adjusted g art C — Question 4.b above.	and	
				Payments to Officers, Directors, & Affiliates	& Payments to Others
	Salaries and fees	Managemen	t Fee	<sub>[</sub> X <sub>5</sub> 122, 5	500 <sub>0</sub> s
	Purchase of real estate	Lease Acq	t Fee uisition Costs		$\frac{1}{ X }$ 3,750.
	Purchase, rental or leasing and equipment Geo	and installation of male	achinery eophysical Expenses	s	Xs 11,250
	Construction or leasing of	plant buildings and fa	acilities	🗆 \$	
	offering that may be used i	in exchange for the as	alue of securities involved in this sets or securities of another	<b>\_\$</b>	
			or Carried Working Inte ting costs	_	
	Com	pletion & E	quipping costs	_	X 27,50
					s ·
	Column Totals				
	Total Payments Listed (col	lumn totals added)		<del>\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\</del>	454,380
			D. FEDERAL SIGNATURE		
sigi	nature constitutes an underta	king by the issuer to ti	ne undersigned duly authorized person. If this nurnish to the U.S. Securities and Exchange Consecredited investor pursuant to paragraph (b)(2)	nmission, upon wri	Rule 505, the following tten request of its staff,
SSI	uer (Print or Type)	<del></del>	Signature / /	Date	7 /
		l & Gas, LP	Chiel HURNLUTTA	10/	01/07
Nar	ne of Signer (Print or Type)		Title of Signer (Print or Type)	<i>(</i>	l
	Ernie Hark:		Vice President		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

<del></del>		E. STATE SIGNATURE							
ι.		resently subject to any of the disqualification							
	Sec	Appendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to D (17 CFR 239.500) at such times as require	furnish to any state administrator of any state it ed by state law.	n which this notice is filed a notice on For						
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.								
4.	limited Offering Exemption (ULOE) of the s	ssuer is familiar with the conditions that must tate in which this notice is filed and understar hing that these conditions have been satisfied	nds that the issuer claiming the availabilit						
	eer has read this notification and knows the cont thorized person.	ents to be true and has duly caused this notice t	o be signed on its behalf by the undersigne						
ssuer (	Print or Type)	Signature	Date						
	Seidler Oil & Gas, LP								
Vame (I	Print or Type) Ernie Harkreader	Title (Print or Type) Vice President	<del> </del>						

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

				AF	PENDIX	·			
1	Intend to non-a investor	I to sell ccredited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Working Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK						_			
AZ		X	\$612,500						X
AR		х	100,000						х
CA		X	612,500						X
со		Х	612,500						x
СТ		х	612,500	·					Х
DE							 		
DC									
FL		Х	612,500						X
GA		х	612,500	1-	25,000				x
НІ									
۵۱		·						<u> </u>	
IL		Х	612,500						Х
IN		х	612,500						X
IA		<u>x</u>	612,500					ļ	x
KS		Х	612,500					<u></u>	х
KY							. <del></del>		
LA							· <del></del>		
МЕ									
MD									
МА									
MI		Х	612,500						Х
MN		X	612,500						Х
MS		X	612,500						х

				АРР	ENDIX				
1	Intend to non-a investor	2 d to sell accredited rs in State 1-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under Sta (if yes, explana waiver	ification ate ULOE
State	Yes	No	Working Interests	Number of Accredited Investors	umber of Number of ccredited Non-Accredited			Yes	No
МО		Х	612,500	·			<del></del>		х
мт									
NE		X	612,500						х
NV		х	612,500						х
NH	,								
ŊJ		Х	612,500						х
NM									
NY									-
NC		х	612,500						х
ND		Х	612,500						Х
ОН		X	612,500						X
ок		х	612,500						х
OR		_x	612,500		15,000				Y
PA				· · · · · · · · · · · · · · · · · · ·					
RI									
sc		Х	612,500						Х
SD		X ·	612,500						X
TN					·				
ТХ		Х	612,500						_ X
UT		X	612,500						x
VT		X	612,500						X
VA		Х	612,500						X
WA		х	612,500						Х
wv						上八			
WI									